

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

IN RE MEDIFAST, INC. DERIVATIVE LITIGATION } Lead Case No. 1:11-cv-00863-BEL
This Document Relates to: }
ALL ACTIONS }

}

STIPULATION AND [PROPOSED] ORDER
FOR DISMISSAL OF THE ACTION WITHOUT PREJUDICE

WHEREAS, the above-captioned action was initiated derivatively, on behalf of Medifast, Inc. (the "Company") against certain officers and directors of the Company by way of a Complaint filed in this Court on April 1, 2011;

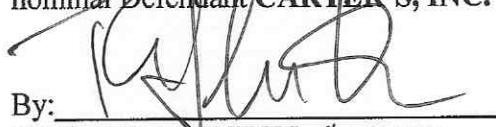
NOW THEREFORE, the parties to the above-captioned action, through their respective counsel, stipulate and agree, subject to approval of the Court, as follows:

1. This action shall be dismissed without prejudice; and
2. Each party shall bear its own costs, expenses and attorney's fees.

IT IS SO STIPULATED.

Dated: April 12, 2013

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ROTHENBERGER and JAMES A.
THOMPSON derivatively on behalf of
nominal Defendant CARTER'S, INC.

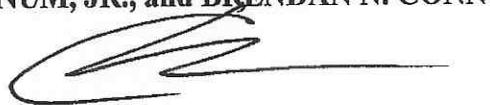
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IT IS SO ORDERED.

DATE: _____

THE HONORABLE GEORGE LEVI RUSSELL, III
U.S. DISTRICT COURT JUDGE